

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO	Case No. 17-BK-03283 (LTS)
as representative of	
THE COMMONWEALTH OF PUERTO RICO, ET AL.,	
Debtors. <sup>1</sup>	
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In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO	Case No. 17-BK-03566 (LTS)
as representative of	
THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,	
Debtor.	

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<sup>1</sup> The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF  
THE GOVERNMENT OF THE COMMONWEALTH  
OF PUERTO RICO,

- and -

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Movants,

v.

ANDALUSIAN GLOBAL DESIGNATED ACTIVITY  
COMPANY, CROWN MANAGED ACCOUNTS FOR  
AND ON BEHALF OF CROWN/PW SP, GLENDON  
OPPORTUNITIES FUND, L.P., LMA SPC FOR AND  
ON BEHALF OF MAP 98 SEGREGATED  
PORTFOLIO, MASON CAPITAL MASTER FUND  
L.P., OAKTREE-FORREST MULTI-STRATEGY,  
LLC (SERIES B), OAKTREE OPPORTUNITIES  
FUND IX, L.P., OAKTREE OPPORTUNITIES FUND  
IX (PARALLEL), L.P., OAKTREE OPPORTUNITIES  
FUND IX (PARALLEL 2), L.P., OAKTREE  
HUNTINGTON INVESTMENT FUND II, L.P.,  
OAKTREE OPPORTUNITIES FUND X, L.P.,  
OAKTREE OPPORTUNITIES FUND X  
(PARALLEL), L.P., OAKTREE OPPORTUNITIES  
FUND X (PARALLEL 2), L.P., OAKTREE VALUE  
OPPORTUNITIES FUND HOLDINGS, L.P.,  
OCEANA MASTER FUND LTD., OCHER ROSE,  
L.L.C., PENTWATER MERGER ARBITRAGE  
MASTER FUND LTD., PWCM MASTER FUND  
LTD., REDWOOD MASTER FUND, LTD., AND SV  
CREDIT, L.P.,

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PROMESA  
Title III

Case No. 17-bk-3566 (LTS)

**Re: ECF No. 891**

Case No. 17-bk-3283 (LTS)

**Re: ECF No. 13054**

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- and -

PUERTO RICO AAA PORTFOLIO BOND FUND,  
INC., PUERTO RICO AAA PORTFOLIO BOND  
FUND II, INC., PUERTO RICO AAA PORTFOLIO  
TARGET MATURITY FUND, INC., PUERTO RICO  
FIXED INCOME FUND, INC., PUERTO RICO  
FIXED INCOME FUND II, INC., PUERTO RICO  
FIXED INCOME FUND III, INC., PUERTO RICO  
FIXED INCOME FUND IV, INC., PUERTO RICO  
FIXED INCOME FUND V, INC., PUERTO RICO  
GNMA & U.S. GOVERNMENT TARGET  
MATURITY FUND, INC., PUERTO RICO  
INVESTORS BOND FUND I, PUERTO RICO  
INVESTORS TAX-FREE FUND, INC., PUERTO  
RICO INVESTORS TAX-FREE FUND, INC. II,  
PUERTO RICO INVESTORS TAX-FREE FUND III,  
INC., PUERTO RICO INVESTORS TAX-FREE  
FUND IV, INC., PUERTO RICO INVESTORS TAX-  
FREE FUND V, INC., PUERTO RICO INVESTORS  
TAX-FREE FUND VI, INC., PUERTO RICO  
MORTGAGE-BACKED & U.S. GOVERNMENT  
SECURITIES FUND, INC., TAX-FREE PUERTO  
RICO FUND, INC., TAX- FREE PUERTO RICO  
FUND II, INC., AND TAX-FREE PUERTO RICO  
TARGET MATURITY FUND, INC.,

- and -

THE BANK OF NEW YORK MELLON, AS FISCAL  
AGENT,

Respondents.

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THE SPECIAL CLAIMS COMMITTEE OF THE  
FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO, ACTING BY AND  
THROUGH ITS MEMBERS, ) Adv. Proc. No. 19-00359 (LTS)

and )

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF ALL TITLE III DEBTORS  
(OTHER THAN COFINA), )

as co-trustees of )  
THE EMPLOYEES RETIREMENT SYSTEM OF )  
THE GOVERNMENT OF PUERTO RICO, )  
Plaintiff, )  
v. )  
DEFENDANT 1H-78H, )  
Defendants. )  
THE FINANCIAL OVERSIGHT AND )  
MANAGEMENT BOARD FOR PUERTO RICO, )  
as representative of )  
EMPLOYEES RETIREMENT SYSTEM OF THE )  
GOVERNMENT OF THE COMMONWEALTH OF )  
PUERTO RICO, )  
and )  
THE OFFICIAL COMMITTEE OF UNSECURED )  
CREDITORS OF ALL TITLE III DEBTORS (OTHER )  
THAN COFINA), )  
as section 926 trustee of )  
THE COMMONWEALTH OF PUERTO RICO )  
Plaintiffs,<sup>2</sup> )  
v. )  
GLENDON OPPORTUNITIES FUND, L.P.; )  
OAKTREE-FORREST MULTI-STRATEGY, LLC )  
(SERIES B); OAKTREE OPPORTUNITIES FUND )  
IX, L.P.; OAKTREE OPPORTUNITIES FUND IX )  
(PARALLEL 2), L.P.; OAKTREE VALUE )  
OPPORTUNITIES FUND, L.P.; PUERTO RICO AAA )

<sup>2</sup> The Official Committee of Unsecured Creditors serves as section 926 trustee and co-plaintiff in the prosecution of this adversary proceeding pursuant to Docket No. 6990, which is incorporated herein by reference.

PORTFOLIO BOND FUND, INC.; PUERTO RICO )  
AAA PORTFOLIO BOND FUND II, INC.; PUERTO )  
RICO AAA PORTFOLIO TARGET MATURITY )  
FUND, INC.; PUERTO RICO FIXED INCOME )  
FUND, INC.; PUERTO RICO FIXED INCOME )  
FUND II, INC.; PUERTO RICO FIXED INCOME )  
FUND III, INC.; PUERTO RICO FIXED INCOME )  
FUND IV, INC.; PUERTO RICO FIXED INCOME )  
FUND V, INC.; PUERTO RICO GNMA & U.S. )  
GOVERNMENT TARGET MATURITY FUND, )  
INC.; PUERTO RICO INVESTORS BOND FUND I; )  
PUERTO RICO INVESTORS TAX-FREE FUND, )  
INC.; PUERTO RICO INVESTORS TAX-FREE )  
FUND II, INC.; PUERTO RICO INVESTORS TAX- )  
FREE FUND III, INC.; PUERTO RICO INVESTORS )  
TAX-FREE FUND IV, INC.; PUERTO RICO )  
INVESTORS TAX-FREE FUND V, INC.; PUERTO )  
RICO INVESTORS TAX-FREE FUND VI, INC.; )  
PUERTO RICO MORTGAGE-BACKED & U.S. )  
GOVERNMENT SECURITIES FUND, INC.; TAX- )  
FREE PUERTO RICO FUND, INC.; TAX-FREE )  
PUERTO RICO FUND II, INC.; TAX-FREE PUERTO )  
RICO TARGET MATURITY FUND, INC.; UBS IRA )  
SELECT GROWTH & INCOME PUERTO RICO )  
FUND, )  
Defendants. )  
\_\_\_\_\_  
)

**THE PUERTO RICO FUNDS' OPPOSITION TO URGENT MOTION OF THE  
COMMITTEES AND GOVERNMENT PARTIES CONCERNING PENDING MOTIONS  
IN CERTAIN CONTESTED MATTERS AND ADVERSARY PROCEEDINGS  
RELATED TO THE BONDS ISSUED BY THE EMPLOYEES RETIREMENT SYSTEM  
OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO**

To the Honorable United States District Judge Laura Taylor Swain:

The Puerto Rico Funds<sup>3</sup> respectfully submit this Opposition to the *Urgent Motion Of The Committees And Government Parties Concerning Pending Motions In Certain Contested Matters*

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<sup>3</sup> Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico Fixed Income Fund VI, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund

*And Adversary Proceedings Related To The Bonds Issued By The Employees Retirement System Of The Government Of The Commonwealth Of Puerto Rico, ECF No. 1052 in Case No. 17-bk-03566 (the “Scheduling Motion”) and state as follows:*

1. The Puerto Rico Funds agree with the position of the ERS bondholders represented by Jones Day (the “ERS Bondholder Group”) and the Fiscal Agent<sup>4</sup> that the parties should explore in earnest the possibility of a consensual resolution to the ongoing adversary proceedings and motions before undertaking the costs and burdens of preparing for oral argument on the pending motions. *See Opposition to Urgent Motion Of The Committees And Government Parties Concerning Pending Motions In Certain Contested Matters And Adversary Proceedings Related To The Bonds Issued By The Employees Retirement System Of The Government Of The Commonwealth Of Puerto Rico, ECF No. 1053 in Case No. 17-bk-03566.*

2. Should the Court decide to set the motions for argument, however, the Puerto Rico Funds concur with the ERS Bondholder Group and the Fiscal Agent that the Court should set the motions for argument in phases, rather than all on a single day. The Ultra Vires Motions, the Lien Scope Motions, the Rule 12(b) motions, and the Rule 12(c) Motion each raise complex factual and legal issues that the parties cannot realistically present to the Court in a single day. Moreover, a phased approach is appropriate as the Court’s rulings on certain of the pending motions, such as the Ultra Vires Motions challenging the validity of the ERS Bonds, could affect the disposition of the remaining motions.

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II, Inc., Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., Tax-Free Puerto Rico Target Maturity Fund, Inc., and UBS IRA Select Growth & Income Puerto Rico Fund.

<sup>4</sup> Capitalized terms not defined herein are used as defined in the opposition to the Scheduling Motion filed by the ERS Bondholder Group and the Fiscal Agent.

In San Juan, Puerto Rico, today Monday, January 18, 2021.

/s/ Alicia I. Lavergne-Ramírez

José C. Sánchez-Castro USDC-PR 213312  
jsanchez@sanchezlrv.com

Alicia I. Lavergne-Ramírez  
USDC-PR 215112  
alavergne@sanchezlrv.com

SÁNCHEZ/LRV LLC  
270 Muñoz Rivera Avenue, Suite 1110  
San Juan, PR 00918  
Tel. (787) 522-6776  
Fax: (787) 522-6777

/s/ Jesse L. Green

Glenn M. Kurtz (*pro hac vice*)  
John K. Cunningham (*pro hac vice*)  
WHITE & CASE LLP

1221 Avenue of the Americas  
New York, NY 10036  
Tel. (212) 819-8200  
Fax (212) 354-8113  
gkurtz@whitecase.com  
jcunningham@whitecase.com

Jason N. Zakia (*pro hac vice*)  
Cheryl T. Sloane (*pro hac vice*)  
Jesse L. Green (*pro hac vice*)  
WHITE & CASE LLP  
200 S. Biscayne Blvd., Suite 4900  
Miami, FL 33131  
Tel. (305) 371-2700  
Fax (305) 358-5744  
jzakia@whitecase.com

*Counsel for Defendants Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico Fixed Income Fund VI, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund II, Inc., Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., Tax-Free Puerto Rico Target Maturity Fund, Inc., and UBS IRA Select Growth & Income Puerto Rico Fund*